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**Zhicheng Technology Group Ltd.**  
**志承科技集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8511)**

**CHANGE OF AUDITOR**

This announcement is made by the board of directors (the “**Board**”) of Zhicheng Technology Group Ltd. (the “**Company**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

**RESIGNATION OF AUDITOR**

The Board announces that PricewaterhouseCoopers, Certified Public Accountants (“**PwC**”) has resigned as the auditor of the Company with effect from 22 April 2022, as the Company and PwC could not reach a consensus in respect of the audit fee for the year ended 31 March 2022.

The Company is incorporated under the laws of Cayman Islands and to the knowledge of the Board there is no requirement under the laws of Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the Company’s members and creditors. PwC has therefore not issued such confirmation.

The Board and the audit committee of the Company (the “**Audit Committee**”) confirmed that, save for the audit fee for the financial year ended 31 March 2022, there is no disagreements or unresolved matters between PwC and the Company, and that there are no other matters in respect of the change of auditor which should be brought to the attention of the shareholders of the Company.

The Board and Audit Committee confirmed that PwC has not commenced any audit work on the consolidated financial statements of the Group for the year ended 31 March 2022. It is therefore expected that the change of auditor will not have any material impact on the annual audit of the Group for the year ended 31 March 2022.

The Board would like to take this opportunity to express its gratitude and appreciation to PwC for its professional and quality services rendered to the Company during the past years.

\* *For identification purposes only.*

## **APPOINTMENT OF AUDITOR**

The Board further announces that, with the recommendation from the Audit Committee, Moore Stephens CPA Limited (“**Moore**”), has been appointed as the new auditor of the Company with effect from 22 April 2022 to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company.

The Board and the Audit Committee are of the view that the change of auditor would enable the Company to carry out effective cost control and reduce the overall operating expenses of the Company to better cope with the future business development of the Group and is in the interest of the Company and its shareholders as a whole.

The Board would like to take this opportunity to express its warm welcome to Moore on its appointment as the auditor of the Company.

By order of the Board  
**Zhicheng Technology Group Ltd.**  
**Huang Minzhi**  
*Chairman*

Hong Kong, 22 April 2022

*As at the date of this announcement, the executive Directors are Mr. Huang Minzhi and Mr. Zeng Weijin; the non-executive Directors are Ms. Ye Jialing and Mr. Zhou Ruizhao; and the independent non-executive Directors are Mr. Leung Gavin L., Mr. Ning Jie and Dr. Zhou Wenming.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will be available on the Company’s website [www.ztecgroup.com](http://www.ztecgroup.com) and will remain on the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*